

Articles of Incorporation
of
Rose de la Rose, Ltd.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporations Acts, being of age, and are citizens of the United States have this day voluntarily and for the purpose of forming a private corporation under the laws of the State of Idaho, hereby adopt Articles of Incorporation as follows:

ARTICLE ONE

NAME

The name of the corporation shall be Rose de la Rose, Ltd.

ARTICLE TWO

PURPOSES

1.

a. To own, conduct, operate, engage in, and carry on the business of preparation, acquisition, and sale of freeze dried floral arrangements, antiques, gifts, gift accessories, or any other business.

b. To own, conduct, operate, maintain, engage in, and carry on any business or thing regularly, necessarily, properly, or incidentally done or related to the conduct of any or all of the foregoing businesses and further, to do any and all things which a corporation formed under the laws of the State of Idaho, as now or hereafter enacted, may do, it being the intent of these articles that the above-enumerated purpose shall not be construed as limiting the power of the corporation.

2. To use and apply surplus earnings or accumulated profit to the purchase and acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its Board of Directors shall determine; to invest surplus funds from time to

IDAHO SECRETARY OF STATE

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time at the discretion of the Board of Directors; to appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation; to make Bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

3. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the purposes hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof; provided the same be not inconsistent with the laws in the State of Idaho under which this corporation is formed.

ARTICLE THREE

POWERS

This corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes herein named or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, either as holder of or as interested in any property or otherwise; and to have all the rights, powers, and privileges named or hereafter conferred by the general corporation laws of the State of Idaho Business Corporations Act as the same now exist or may from time to time be amended.

ARTICLE FOUR

DURATION

The duration of this corporation is perpetual.

ARTICLE FIVE

STOCK

The amount of the total authorized capital stock of this corporation is 1000 shares with no par value per share, and which shall be all of the same class designated as common. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed by the Board of Directors, and shares so issued, the full consideration for which

has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon. Each share of common stock shall have one full vote at the stockholder's meetings of the corporation.

ARTICLE SIX

LOCATION AND REGISTERED AGENT

The principal place of business and registered office of the corporation shall be 504 Main, Suite 210, Lewiston, Idaho, and branch offices or places of business may be located or established by the corporation at such other places within or without the state of Idaho as the Board of Directors may decide upon, and meetings of the Board of Directors may be held at any such place, branch office, or place of business, and business of the corporation transacted there. The registered agent of the corporation, who may be found at the above address, is Marilyn A. Wilson.

ARTICLE SEVEN

DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of directors of this corporation shall be not less than two nor more than three, except that in the event all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than two, but not less than the number of stockholders, and the number, qualifications, officers, terms of office, manner of election, time and place of meetings and power of directors and their duties shall be such as are prescribed by the Bylaws of this corporation.

The Board of Directors of this corporation shall be, and they are authorized to determine the value of any property or consideration other than money, which is offered to, tendered, or paid for corporate stock.

ARTICLE EIGHT
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors (that is they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates).

ARTICLE NINE
BYLAWS

The Board of Directors shall have the power to adopt, repeal, and amend the Bylaws and adopt new Bylaws by a vote representing a majority of the number of directors in this corporation, subject, however, to the power of the stockholders to change, amend, or repeal such Bylaws by a vote of the holders of two-thirds of the allotted shares of the corporation.

ARTICLE TEN
INCORPORATORS AND INITIAL DIRECTORS

The name and post office address of each of the initial directors and incorporators are:

Stuart J. Waters, 703 Prospect Avenue, Lewiston, Idaho.

Judith L. Waters, 703 Prospect Avenue, Lewiston, Idaho.

Marilyn A. Wilson, 623 Prospect Avenue, Lewiston, Idaho.

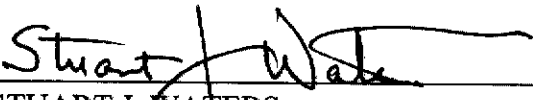
ARTICLE ELEVEN
AMENDMENTS

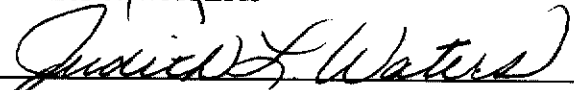
The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

ARTICLE TWELVE
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

IN WITNESS WHEREOF, we have subscribed these Articles of Incorporation this 17th
day of ~~September~~, 1997.
October


STUART J. WATERS


JUDITH L. WATERS


MARILYN A. WILSON